Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-99)

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D 1172788

APR 18 0005

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Number:	3235-0076					
Expires:	May 31, 2002					
Estimated average b	urden					
nours per response	1					

SEC USE ONLY						
Prefix	Serial					
DATE RECEIVED						

						
	g (□check if this is an a			idicate change.)		
FrontPoint O	ffshore Fixed Income	Opportunities Fun	d, L.P.			
Filing Under (Ch	neck box(es) that apply):	□Rule 504	□Rule 505	⊠Rule 506	☐ Section 4(6)	□ ULOE
Type of Filing:	□New Filing	⊠Amendment				
		A.	BASIC IDENTIFI	CATION DATA	155) (51) (61) (61) (61) (61)	
1. Enter the infor	rmation requested about	the issuer				
Name of Issuer	(□check if this is an a	mendment and name	e has changed, and ir	dicate change.)		
_FrontPoint O	ffshore Fixed Income	Opportunities Fun-	d, L.P.			055992
Address of Execu	utive Offices		(Number and Street	, City, State, Zip Code	e) Telephone Number	(Including Area Code)
Address of Princ (if different from Exe	ipal Business Operations		(Number and Street	, City, State, Zip Code	Telephone Number	(Including Area Code)
Brief Description	n of Business					
T (D :						PROCESSE
Type of Business	-	□ limito à	l mandaranahin salmaadee	formed D	othan (mlassa smaaifi)	ADD 4 6 0000
□ corporation			partnership, already		other (please specify):	APR 16 2003
□business tru	St		partnership, to be fo	rmea		
Actual or Estima	ted Date of Incorporatio	n or Organization:		Month	Year ☐ Actu	al Estimated
Jurisdiction of In	corporation or Organiza	`	etter U.S. Postal Serv	rice abbreviation for S	tate:	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

CRGIT

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - · Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	⊠Beneficial Owner	☐ Executive Officer	☐ Director	☐General and/or Managing Partner
Full Name (Last name first, if in XL RE Ltd.	dividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
XL House, One Bermudiana	Road, Hamilton, I	HM 11, Bermuda			
Check Box(es) that Apply:	□ Promoter	⊠Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)		•		······································
FrontPoint Offshore Fixed Inc	come Opportunitie	es Fund, Ltd.			
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
M&C Corporate Services Lim	ited, Ugland Hou	se, P.O. Box 309GT, Geo	rge Town, Grand Cay	man, Cayman Islan	ds
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	□Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	dividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	□ General and/or Managing Partner
Full Name (Last name first, if in	dividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
	(Use blank	sheet, or copy and use addition	onal copies of this sheet,	as necessary.)	

SEC 1972 (6/99)

				B. 1	NFORMAT	ION ABOU	T OFFERI	NG				
_											Yes	No
1.	Has the issuer:	sold, or does	the issuer inte					_				
•	ern . 1 . 1 . 1					-	, if filing und					
2.	What is the min	nimum invest	tment that wil	I be accepted	l from any in	dividual?						
3.	Does the offering permit joint ownership of a single unit?							Yes	No			
	Enter the infor similar remune											
	an associated p or dealer. If m information for	ore than fiv	e (5) persons	s to be listed	d are associa	ited persons	of such a b	oroker or dea	ler, you ma	y set forth the	e	
Full N	ame (Last nam	e first, if indi	vidual)			·						
Busine	ess or Residenc	e Address	(Number an	d Street, City	, State, Zip C	Code)						
Name	of Associated 1	Broker or De	aler							_		
Ivanic	of Associated 1	STORES OF DE	aici									
States	in Which Perso	on Listed Has	Solicited or I	ntends to So	licit Purchase	ers	·					
(Ch	eck "All States"	" or check inc	dividual States	s)							🗆 A	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[正]	[N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
FIRM	ame (Lasi nam	e first, Pindi	vidual[N]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
												
Busine	ess or Residenc	e Address	(Number an	d Street, City	, State, Zip C	Code)						
Nome	of Associated 1	Prokon on Do	olor									
Ivaille	of Associated 1	DIOKEI OI DE	aici									
States	in Which Perso	on Listed Has	Solicited or I	ntends to So	licit Purchase	ers		-			· · · · · · · · · · · · · · · · · · ·	
(Ch	eck "All States"	" or check inc	dividual States	s)							🗀 A	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] [ND]	[MI]	[MN]	[MS]	[MO]
[MT]		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[WA]	[OH]	[OK]	[OR]	[PA]
FULL	ame (Last пат	e first, if indi	vidual) '''	[]	[01]	[/ *]	[]	[* ** *]	[]	[]	[+]	[, ,,]
Busine	ess or Residenc	e Address	(Number an	d Street City	State Zin C	ode)						
Dusiik	ess of Residence	C Addiess	(Ivanioci an	d Succi, City	, bate, zip c	, (Code)						
Name	of Associated	Broker or De	aler			<u> </u>						
States	in Which Perso	on Listed Has	Solicited or I	ntends to So	licit Purchase	ers					 :	
(Ch	eck "All States	" or check ind	dividual States	s)							🗆 A	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[H]	[ID]
	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]		[MN]	[MS]	[MO]
[MT]		[NV]	[NH]	[ИЛ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	· [PA]
[KI]	[SC]	[2D]	(Heable	- [IX]	copy and ne	[VI]	[VA]	[WA]	[W V]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" is answer is "none" or "zero." If the transaction is an exchange offering, check this box \Box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt\$ _____ ☐ Common ☐ Preferred Convertible Securities (including warrants) \$ Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount Aggregate of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Dollar Amount Investors of Purchases 10 Accredited Investors 405,641,992 Non-accredited Investors Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C -Question 1. Dollar Amount Type of offering Type of Security Sold Regulation A _____\$ Furnish a statement of all expenses in connection with the issuance and distribution of the 4 securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees

□ \$ _____ Sales Commissions (specify finders' fees separately) □ s Total ⊠s

35.000

Legal Fees

Accounting Fees Engineering Fees

Other Expenses (identify)

 b. Enter the difference between the aggrega Question 1 and total expenses furnished in resport the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross used for each of the purposes shown. If the annual content is the second second	s proceeds to the issuer used or proposed mount for any purpose is not known, furnished.	nce is to be sh an	\$	405,606,922
estimate and check the box to the left of the esting the adjusted gross proceeds to the issuer set forth			rs, rs &	Payments to Others
Salaries and fees		□ \$	□ s	
Purchase of real estate		□ \$		
Purchase, rental or leasing and installation of	machinery and equipment	□ _{\$}	□ s	
Construction or leasing of plant buildings an	d facilities	□ s		
Acquisition of other businesses (including offering that may be used in exchange for pursuant to a merger)	the assets or securities of another issuer	□ _{\$}	□ _{\$}	
Repayment of indebtedness		□ s	🗆 s	
Working capital		□ _{\$}	D §	
Other (specify): Investment in limited part	nership interests of affiliated entity.	s	🛮 🔻	405,606,922
		□ s	□ _{\$}	· · · · · · · · · · · · · · · · · · ·
Column Totals	· · · · · · · · · · · · · · · · · · ·	□ _{\$}	🛚 🗆 s	405,606,922
Total Payments Listed (column totals added)			\$ <u>405,606,92</u>	2_
	D. FEDERAL SIGNATURE			
The issuer has duly caused this notice to be signed by constitutes an undertaking by the issuer to furnish to the by the issuer to any non-accredited investor pursuant to	e U.S. Securities and Exchange Commission			
Issuer (Print or Type)	Signature		Date	
FrontPoint Offshore Fixed Income Opportunities Fund, L.P.	MACC		April 11 , 2003	
Name of Signer (Print or Type)	Title of Signer (Print or Type)	-		
Arthur Lev	come Opportunitie	s Fund GP, LLC,		
	ATTENTION			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)